

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti
Thomas J. Matz

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

JOINT STIPULATION AND AGREED ORDER DISALLOWING AND
EXPUNGING PROOF OF CLAIM NUMBER 16292
(PORTAGE COUNTY WATER RESOURCES)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Portage County Water Resources ("Portage County") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 16292 (Portage County Water Resources) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on April 18, 2006, DAS LLC filed its Amended And Restated Schedules Of Assets And Liabilities – Schedule(s) D, E, And F, listing an unsecured non-priority scheduled amount of \$17,547.46 (the "Scheduled Amount") in favor of Portage County.

WHEREAS, on November 8, 2006, Portage County filed proof of claim number 16292 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$17,967.88 (the "Claim") stemming from services provided.

WHEREAS, on January 12, 2007, the Debtors objected to the Claim pursuant to the Debtors' Seventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, And (C) Untimely Claims (Docket No. 6585) (the "Seventh Omnibus Claims Objection").

WHEREAS, on February 8, 2007, Portage County filed its Response of the Portage County Water Resources Department to Debtors' Seventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. §502(B) and Fed. R. Bankr. P. 3007 to Certain (A)

Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, and (C) Untimely Claims (Docket No. 6909) (the "Response").

WHEREAS, pursuant to this Joint Stipulation, DAS LLC and Portage County acknowledge and agree that the Claim shall be disallowed and expunged in its entirety.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversy or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Portage County stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. Portage County shall withdraw its Response to the Seventh Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 3rd day of December, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

/s/ Leigh S. Prugh

Leigh S. Prugh
Portage County Prosecutor's Office
466 S. Chestnut Street
Ravenna, Ohio 44266
(330) 297-3850

Attorneys for Portage County Water Resources